

UNITED STATES OF AMERICA,

Plaintiff,

v.

AT&T INC. and DOBSON
COMMUNICATIONS CORPORATION,

Defendants.

WHEREAS, plaintiff, United States of America, filed its Complaint on October 30, 2007, United States and defendants, AT&T Inc. (“AT&T”) and Dobson Communications Corporation (“Dobson”), by their respective attorneys, have consented to the entry of this Final Judgment without trial or adjudication of any issue of fact or law, and without this Final Judgment constituting any evidence against or admission by any party regarding any issue of fact or law;

AND WHEREAS, the essence of this Final Judgment is the prompt and certain divestiture of certain rights or assets by defendants to assure that competition is not substantially lessened;

AND WHEREAS, the United States requires defendants to make certain divestitures for the purpose of remedying the loss of competition alleged in the Complaint;

AND WHEREAS, defendants have represented to the United States that the divestitures required below can and will be made and that defendants will later raise no claim of hardship or difficulty as grounds for asking the Court to modify any of the divestiture provisions contained below;

NOW THEREFORE, before any testimony is taken, without trial or adjudication of any issue of fact or law, and upon consent of the parties, it is ORDERED, ADJUDGED AND DECREED:

I. Jurisdiction

This Court has jurisdiction over the subject matter of and each of the parties to this action. The Complaint states a claim upon which relief may be granted against defendants under Section 7 of the Clayton Act, as amended (15 U.S.C. § 18).

II. Definitions

As used in this Final Judgment:

A. “Acquirer” or “Acquirers” means the entity or entities to whom defendants divest the Divestiture Assets.

B. “AT&T” means defendant AT&T Inc., a Delaware corporation with its headquarters in San Antonio, Texas, its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships and joint ventures, and their directors, officers, managers, agents, and employees.

C. “Cellular One” means Cellular One Properties, LLC, an Oklahoma limited liability company, with its headquarters in Oklahoma City, Oklahoma, engaged in the business of

licensing the Cellular One brand and promoting the Cellular One service mark and certain related trademarks, service marks and designs.

D. "Cellular One Assets" means all legal and economic interests Dobson holds in Cellular One. Cellular One Assets shall include all right, title and interest in trademarks, trade names, service marks, service names, designs, and intellectual property, all license agreements for use of the Cellular One mark, technical information, computer software and related documentation, and all records relating to the divestiture assets. If the acquirer of the Cellular One Assets is not the acquirer(s) of the Wireless Business Divestiture Assets, defendants will grant the acquirer(s) of the Wireless Business Divestiture Assets a license to use the Cellular One service marks on terms generally available at the time the merger agreement was entered and make the transfer of the Cellular One Assets subject to continuation of these licenses.

E. "CMA" means cellular market area which is used by the Federal Communications Commission ("FCC") to define cellular license areas and which consists of Metropolitan Statistical Areas ("MSAs") and Rural Service Areas ("RSAs").

F. "Divestiture Assets" means the Wireless Business Divestiture Assets, Minority Interests and the Cellular One Assets, including any direct or indirect financial ownership or leasehold interests and any direct or indirect role in management or participation in control therein.

G. "Dobson" means defendant Dobson Communications Corporation, an Oklahoma corporation, with its headquarters in Oklahoma City, Oklahoma, its successors and assigns, and its subsidiaries, divisions, groups, affiliates, partnerships and joint ventures, and their directors, officers, managers, agents, and employees.